

RECORDATION NO. 24231-A FILED

AUG 04 '05

5-04 PM

**Crutchmer
Browers
& Barnes**

A Professional Limited Liability Company

SURFACE TRANSPORTATION BOARD CLYDE V. CRUTCHMER

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July 29, 2005

Vernon Williams, Secretary
Surface Transportation Board
Washington, DC 20423

AUG 3 2005
RECEIVED

RE: Bayport Rail Terminal, Inc Release of Mortgage

Dear Secretary Williams:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11301 of Title of the U.S. Code.

This document is a Release of Mortgage dated July 19, 2005.

The primary document to which this is connected is recorded under Recordation No. 24231

The names and addresses of the parties to the document are as follows:

Bayport Rail Terminal, Inc.,
5100 Underwood Road
Pasadena, Texas 77507

HSH Nordbank, formerly Landesbank
Schleswig-Holstein Girozentrale
c/o Crutchmer, Browers & Barnes, PLLC
1112 South Boston
Tulsa, Oklahoma 74119

A description of the equipment covered by the document follows:

Locomotive: Year Built	Description	Reporting Marks	Casualty Marks
1952	GP7 1500 HP Locomotive manufactured by General Motors	AKDN-703	None

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A fee of \$33.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to me at the above address.

A short summary of the document to appear in the index follows: Release of Mortgage to Memorandum of Mortgage with Recordation No. 24231, dated July 19, 2005, and covering one Locomotive manufactured in 1952 by General Motors, GP7 1500 HP, AKDN-703.

Sincerely,



Clyde V. CRUTCHMER
For the Firm

CVC/tbh

Enclosures

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RELEASE OF MORTGAGE

SURFACE TRANSPORTATION BOARD

On December 27, 2002, Landesbank Schleswig-Holstein Girozentrale, now known as **HSB NORDBANK AG**, as legal successor of **Landesbank Schleswig-Holstein Girozentrale**, as Administrative Agent under a Security Agreement dated as of October 31, 2002 (the "Secured Party") filed with the Surface Transportation Board a **Memorandum of Mortgage** executed by **BAYPORT RAIL TERMINAL, INC.** as Debtor, in favor of the Secured Party, and recorded with the Surface Transportation Board as a **Primary Document** at **Recordation No. 24231**, covering the following described property:

LOCOMOTIVE

Year Built	Description	Reporting Marks	Casualty Marks
1952	GP7 1500 HP Locomotive manufactured by General Motors	AKDN-703	None

In connection with the loan transaction in which the Memorandum of Mortgage was a part, the Secured Party designated **BANK OF OKLAHOMA, N.A.** as its "Security Agent" to take actions from time to time upon the direction of the Secured Party with respect to the Secured Party's security for the loan. In that regard, the Secured Party hereby consents to the release of the Memorandum of Mortgage and directs and authorizes Victor E. Guarry, Senior Vice President of Bank of Oklahoma, N.A., as Security Agent for the Secured Party under the loan and security documents for said loan, to execute, deliver and record this Release of Mortgage for the purposes set forth herein.

NOW, THEREFORE, for value received and in complete and full payment of all debts and obligations secured thereby, the Secured Party, by and through its Security Agent, does hereby release and forever discharge the above described Memorandum of Mortgage with Recordation No. 24231.

DATED as of July 14, 2005.

**HSB NORDBANK, AG, formerly
Landesbank Schleswig-Holstein
Girozentrale**

By: Ulrich GarkName: Ulrich GarkTitle: VPBy: Ulrich Gark
Name: Ulrich Gark
Title: VP

BANK OF OKLAHOMA, N.A.

By: _____

Victor E. Guarry, Senior Vice President

STATE OF OKLAHOMA)

) ss

COUNTY OF OKLAHOMA)

On the 20th day of July, in the year 2005, before me personally came Victor E. Guarry, to me known, who, being by me duly sworn, did depose and say that he reside(s) at Edmond, Oklahoma; that he is the Senior Vice President of Bank of Oklahoma, N.A., a national banking association, the association described in and which executed the above instrument; and that he signed his name thereto by authority of the board of directors of said association.

My Commission Expires:

3-1-06

Amanda Swanson

Notary Public

02003795

(SEAL)

